

RECORDATION NO. 18945/b  
AUG 24 1994 10 10 PM  
INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1 (UPRR 1994B-Y)**

Memorandum of Lease Supplement No. 1 made and entered into as of August 25, 1994 by and between North Platte Locomotive Lease Co., Ltd., a Cayman Islands corporation ("Lessor") and Union Pacific Railroad Company, a Utah corporation ("Lessee").

**WITNESSETH:**

1. The undersigned have entered into that certain Lease Agreement (UPRR 1994B-Y) (the "*Lease Agreement*"), dated as of August 25, 1994, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.


2. A memorandum of said Lease Agreement is being recorded with the Interstate Commerce Commission concurrently herewith pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (UPRR 1994B-Y), dated August 25, 1994, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

[CORPORATE SEAL]

NORTH PLATTE LOCOMOTIVE LEASE CO.,  
LTD.

By   
Name: Leonard B. Shavel  
Title: Vice President

Executed on this 19 day of August, 1994.

[CORPORATE SEAL]

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: John B. Larsen  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of August, 1994.

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1 (UPRR 1994B-Y)**

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[CORPORATE SEAL]

NORTH PLATTE LOCOMOTIVE LEASE CO.,  
LTD.

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of August, 1994.

[CORPORATE SEAL]

UNION PACIFIC RAILROAD COMPANY

By John B. Larsen  
Name: John B. Larsen  
Title: Assistant Treasurer

Executed on this 19th day of August, 1994.

STATE OF New York )  
 ) SS.:  
COUNTY OF New York )

On this, the 19<sup>th</sup> day of August, 1994, before me, a Notary Public in and for said County and State, personally appeared Edward L. Shavel, who being by me duly sworn, says that (s)he is the Vice President of NORTH PLATTE LOCOMOTIVE LEASE CO., LTD., that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on August 19, 1994 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Ellen A. Fract  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in NY, NY  
NOTARY PUBLIC, State of New York  
No. 31-4849429  
Qualified in New York County  
Commission Expires March 30, 1995

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of August, 1994, before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on August \_\_, 1994 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of August, 1994, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of NORTH PLATTE LOCOMOTIVE LEASE CO., LTD., that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on August \_\_, 1994 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

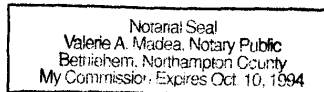
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

Commonwealth of  
STATE OF PA )  
 ) SS.:  
COUNTY OF Lehigh )

On this, the 19<sup>th</sup> day of August, 1994, before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on August 19, 1994 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Valerie A. Madea  
Name:  
Notary Public  
My Commission Expires: 10/10/94  
Residing in Pa



**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Dash 9-44CW Diesel Electric Locomotives	Twenty (20)	UP 9720 through UP 9739, inclusive